

INTERNATIONAL DRESSAGE OFFICIALS CLUB

Enterprise number: 0443.982.163

Part I: Name, Registered Office, Objects and Duration

ARTICLE 1 – NAME OF THE ASSOCIATION

1.1. The name of the association is International Dressage Officials Club, a non-profit association, abbreviated as I.D.O.C.

1.2. This name must always be preceded by the words 'non-profit association' or the equivalent abbreviation (in Dutch: 'VZW').

1.3. The name, the indication that it is a non-profit association (as referred to in sub-article 1.2) and the address of the association's registered office must be mentioned on all records, invoices, announcements, notices and other documents issued by the association.

ARTICLE 2 – REGISTERED OFFICE OF THE ASSOCIATION

2.1. The registered office of the association is In the Flanders Region. The association falls under the judicial district of its actual registered office. Any transfer of the association's registered office requires a resolution of the Executive board.

2.2. All documents prescribed by the Belgian Non-Profit Association Act will be deposited in the file kept at the Registry of the Commercial Court of the judicial district of the actual registered office.

ARTICLE 3 – OBJECTS OF THE ASSOCIATION

3.1. The objects of the association are:

To represent, unite, educate, promote and protect the international dressage officials' community.

International Dressage Officials Club

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2990 Brecht (Belgium)
secretary@dressage-officials.org

To foster higher and more consistent standards in dressage judging.

These objects are to be achieved by the following guiding principles:

- defending and promoting the interests of its members.
- maintaining the independence of dressage officials as well as the continuing impartial exercise of judging and officiating activities
- promoting the welfare of the horses and fair play and ethical standards
- cooperating with international equestrian associations and other associations in matters relating to the training and judging of dressage riders and horses
- undertaking the further education of dressage officials and education of candidate officials, as well as organising meetings and seminars for the skills development of international dressage officials
- implementing of/and testing proposals concerning the refinement of requirements, assessments and judging procedures for dressage
- disseminating information with regard to judging issues and dressage tests.
- promoting the principles of horsemanship, more particularly of the schooling of horses and riders according to the basic rules of equitation
- striving to ensure that all individuals involved in sport should be respected for their unique and significant contribution

3.2. In more general terms, the association may use all possible means that contribute directly or indirectly towards the achievement of its objects. Pursuant to what is stated above, the association may among other things acquire all properties or real rights, lease or let out property, recruit personnel, enter into lawful agreements, raise funds and, briefly put, carry out or have third parties carry out all activities that are justified by its objects. The association may even trade as part of achieving its objects.

ARTICLE 4 – DURATION OF THE ASSOCIATION

The association has been established for an undetermined period.

Part II: Membership

ARTICLE 5 – MEMBERS AND HONORARY MEMBERS

5.1. The association consists of members and honorary members. Collectively, these are referred to as members.

5.2. The association must have at least 10 members.

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5.3. Only members (and not honorary members) are entitled to full membership, including the right to vote at the general meeting, unless the honorary member pays the membership according to article 7.1.

5.4. Honorary members only have the rights and obligations given to them by these articles of association. The provisions of the articles of association in this regard may be amended without the consultation or agreement of the honorary members.

ARTICLE 6 – CONDITIONS FOR MEMBERSHIP

6.1. The following individuals may join the association as members:

International Dressage Judges featuring on the list of the FEI (International Equestrian Federation), national grand prix Judges, FEI Technical Delegates and FEI Dressage Stewards.

These candidate members must comply with the following admission requirements:

They must send a written application to their regional representative and/or to the Secretary of the Executive Board.

6.2 Any natural person or legal entity nominated by the Executive Board and accepted as such by the general meeting by means of an ordinary majority of the members who are present or represented, because of the ties that this person/entity has with the association, as may be set out in the internal regulations, may join the association as an member or as an honorary member

ARTICLE 7 – ANNUAL MEMBERSHIP FEES

7.1. The annual membership fee for members is fixed at a maximum of € 250. The actual amount of the annual membership fee will be determined by the general meeting.

7.2. There is no annual membership fee for honorary members, but they have the right to pay a membership fee to be entitled to vote according to article 5.3.

7.3. Where appropriate, the Executive Board may request members to make a voluntary donation to the association.

ARTICLE 8 – OBLIGATIONS OF MEMBERS

Members of the association are obliged:

- a. to observe the articles of association and internal regulations of the association, as well as the decisions of its organs.
- b. not to harm the interests of the association or one of its organs.

ARTICLE 9 – RESIGNATION, EXPULSION AND SUSPENSION OF A MEMBER

9.1. Any member or honorary member may resign from the association by sending a registered letter to his local representative and/or to the Secretary of the Executive Board.

In this case there will be no reimbursement of membership fees.

Members who fail to pay their membership fees will be deemed to have resigned by operation of law if they fail to rectify the situation within a period of 3 (three) months.

9.2. The Executive Board may suspend members pending a decision on their expulsion, if:

- a. they seriously contravene the obligations imposed on members in Article 8
- b. they fail to comply with the financial and/or administrative obligations towards the association, notwithstanding written notice.
- c. the member concerned will be notified of the suspension by registered letter. The suspension will last until the next general meeting that will decide on definitive expulsion.
- d. If the general meeting decides not to expel the member, the suspension will lapse by operation of law and be deemed never to have taken place.

9.3. A member may only be expelled by the general meeting with a majority of two-thirds of the votes present. No attendance quorum applies for this purpose. The general meeting will hear the member concerned before deciding on expulsion. Any decision to expel must be motivated. The member concerned must be notified of the reasons by registered letter.

9.4. The Executive Board will decide on the expulsion or suspension of an honorary member. The honorary member concerned will be heard by the Executive Board before it decides on expulsion. Any decision to expel must be motivated. The member concerned must be notified of the reasons by registered letter. This motivated decision cannot be appealed.

9.5. The membership of an or honorary member will end automatically upon death in case of a natural person or, in case of a legal entity, upon its dissolution, merger, division or liquidation.

9.6. Members or honorary members who resign or are expelled have no share in the capital of the association and cannot claim any refund or reimbursement of their membership fees or other contributions.

Part III: Executive Board

ARTICLE 10 – COMPOSITION OF THE EXECUTIVE BOARD

The association is managed by an Executive Board consisting of at least 9 (nine) directors who must be members of the association. The number of directors may not exceed the number of members of the association.

The directors act as a board. They are elected by the general meeting by means of a secret ballot and may always be removed by the general meeting. Unless otherwise agreed by the general meeting, the office of director is not remunerated.

ARTICLE 11 – TERM OF OFFICE

Directors are appointed for a 4 (four) year period at which time they must stand for re-election.

If a director's seat becomes vacant before the end of his term of office, the remaining directors have the right to co-opt a new director.

The next general meeting must confirm the mandate of the co-opted director.

Upon confirmation, the co-opted director completes the mandate of his/her predecessor.

In the absence of confirmation, the mandate of the co-opted director ends upon the conclusion of the next general meeting, without prejudice to the regularity of the composition of the Executive Board up to that moment.

ARTICLE 12 – ORGANISATION OF THE EXECUTIVE BOARD

12.1. The Executive Board will be comprised of a chairperson, two vice chairpersons, a secretary, a treasurer, and regional representatives.

12.2 The chairperson, secretary and treasurer are to be elected by the general meeting.

12.3. The other directors must have one representative for each region from among their members, regions as described in the internal regulations.

12.4. The Executive Board will elect a first and second vice chairpersons among the regional representatives.

12.5. The directors may divide their duties among themselves. However, such a division of duties may not be relied on against third parties, regardless of whether or not this division of duties has been made public. The failure to comply with the aforementioned division of duties places the director concerned at risk of being liable towards the association.

12.6. The chairperson or secretary convenes meetings of the Executive Board. Meeting notices are sent in writing (by letter, fax or e-mail). The minimum period for convening a meeting is 10 working days, except in cases of urgency, which must be motivated in the minutes of the relevant Executive Board meeting. The meeting notice must contain the agenda of the meeting and, if possible, all documents enabling the directors to participate in an informed manner in the meeting must be attached. The meeting may only decide on items included in the agenda, unless all directors are present and agree to an item being added to the agenda.

12.7. The treasurer shall have the power to maintain bank account(s) and receive and execute payments from this account(s). The payments are limited at 5.000,00 € per transaction. Any payment exceeding 5.000,00 € must be approved in advance by the chairperson. In case of unforeseen absence of the treasurer - due to resignation or any other reason - this authority shall be temporarily transferred to the secretary until a new treasurer is in place.

12.8. The meeting takes place at the registered office of the association or at another venue indicated in the meeting notice, and by telephone, videoconferencing, or e-mail.

12.9. The chairperson chairs the meeting. In his/her absence, the chairperson will be replaced by the first or second vice chairperson or, in the absence of a vice chairperson, by the senior director in attendance.

12.10. The Executive Board may only adopt, and the chairperson may only execute, valid resolutions if at least half of the directors are present or send in their voting e-mail. The resolutions will be adopted by an ordinary majority of votes (i.e. half of the votes plus one, ignoring any abstentions). If the votes are tied, the motion is defeated.

12.11. Exclusive written decision-making is possible; however, decisions will only be valid insofar as they are taken unanimously.

12.11. Minutes are kept of every meeting of the Executive Board, which are signed by the chairperson and secretary and then added to a special register for this purpose. Extracts that must be submitted and all other documents will be validly signed by the secretary or a director.

12.12. If a director has a direct or indirect financial interest that is in conflict with a decision or transaction that forms part of the powers of the Executive Board, he must notify the other directors thereof before the Executive Board starts deliberating and making decisions on that agenda item. The director with the conflict of interests may not participate in the deliberations and decision-making with regard to that specific agenda item and must leave the meeting room. This procedure does not apply to standard transactions that take place under the conditions and subject to the provision of securities that normally apply in the market for similar transactions.

ARTICLE 13 – REPRESENTATION OF THE ASSOCIATION

13.1. The Executive Board will manage the affairs of the association and represent it both in and out of court. It is authorised with regard to all matters, excluding those expressly reserved by law for the general meeting. The Executive Board may even carry out acts of disposition, including the disposal (even for free) of movable or immovable property, mortgaging, lending and borrowing, all commercial and banking transactions, cancellation of mortgages, etc.

13.2. The association is only legally bound towards third parties by the signature of the chairperson of the Executive Board.

13.3. The power to represent the association in and out of court may be assigned by the Executive Board, by means of simple resolution, to one or more persons, who are directors or otherwise, and who will act jointly, where appropriate. The powers of the aforementioned person(s) will be precisely defined by the Executive Board, which also determines the duration of the mandate. The mandate may be withdrawn at all times with immediate effect by the Executive Board.

13.4. The Executive Board may appoint holders of special powers of attorney to represent the association with regard to special and restrictively listed matters. These representatives bind the association within the limits of the power of attorney granted to them, which may be relied on against third parties.

Part IV: General Meeting

ARTICLE 14 – COMPOSITION OF THE GENERAL MEETING

14.1. The general meeting is made up of all the members. If they so wish, honorary members may also attend but are only entitled to play an advisory role, except those honorary members who have paid the membership fee by which they are granted voting rights according to article 5.3 and 7.2.

14.2. The general meeting will be chaired by the chairperson of the Executive Board or the first or second vice chairperson in attendance.

14.3. Every member is entitled to one vote at the general meeting. Honorary members have no such rights unless they have paid the full membership fee.

14.4. A member may authorise another member to represent him/her. However, a member may only represent 3 (three) other members. Honorary members have no such rights unless they have paid the full membership fee.

ARTICLE 15 – POWERS OF THE GENERAL ASSEMBLY

The general Assembly is solely authorised to:

- a. Amend the articles of the statutes of the association
- b. Appoint and remove directors
- c. where appropriate, appoint and remove statutory auditors and determine their remuneration, if such remuneration is awarded
- d. Discharge the directors and statutory auditors from liability
- e. Approve the budgets and accounts
- f. Voluntarily dissolve the association
- g. Admit members and honorary members as well as expel a member
- h. Demand changes to the internal regulations as decided on by the Executive Board in accordance to article 20
- i. Convert the association into a company with a social purpose, IVZW of CVS
- j. To make or accept a donation
- k. Act in all cases required by these articles of association or by law
- l. Determine the annual membership fee

ARTICLE 16 – ORGANISATION OF THE GENERAL ASSEMBLY

16.1. The general Assembly will be convened by the Executive Board whenever required by the objects or interests of the association and must be convened whenever one-fifth of the members request that it be convened. The general Assembly must be convened at least once per year for the approval of the accounts of the previous year and the budgets of the following year at a place and on a date, which falls before June the 15th of that year.

16.2. All members and honorary members will be invited by ordinary letter or e-mail to the general Assembly at least 15 days before it is held. Where appropriate, the general Assembly notice may be included in a newsletter, members' magazine or other publication of the association. The invitation will be signed by the chairperson or secretary. It will mention the time, date and place of the general Assembly.

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16.3. The meeting notice will include the agenda, as determined by the Executive Board. One-twentieth of the members are entitled to oblige the chairperson to place additional items on the agenda, insofar as these items are sent to the chairperson at least eight days before the meeting.

16.4. The general Assembly may validly adopt resolutions on items that are not on the agenda, provided that this request is sent to the chairperson at least eight days before the meeting, all members who are present or represented agree thereto and at least half of the members are present or represented. Other points can always be discussed on the floor, but no binding decision about those points can be made.

16.5. The choice to hold a electronic general Assembly remotely is made by the Executive board. This shall be done by means of an electronic communication medium provided by the Association. The possibility to participate remotely is open to members and honorary members. However, they will always have the possibility to participate physically if they so wish.

16.6 The members of the Bureau must be physically present together at the place of the general Assembly and participate from there in the video conference.

16.7. With regard to the fulfilment of the conditions of presence and majority, those who participate in the general Assembly in this way are deemed to be present at the place where the general meeting is held.

16.8. The capacity and identity of the person wishing to participate in the general Assembly shall be verified and guaranteed in the manner indicated in the notice convening the general Assembly. The convocation also determines how it is established that a person participates in the general Assembly through electronic means of communication and can therefore be considered present. In order to ensure the security of electronic means of communication, the convocation may impose conditions on the use of electronic means of communication.

16.9. It is the responsibility of the officers of the general Assembly to verify compliance with the conditions laid down by the law, these statutes and the notice of meeting and to determine whether a person is validly participating in the general Assembly by electronic means of communication and can therefore be considered present.

16.10. The convocation also determines how participants can take part in the deliberations and how they can ask questions.

16.11. The minutes shall record any technical problems or incidents that prevented or disrupted electronic participation in the general meeting or voting.

ARTICLE 17 – MAJORITIES AND ATTENDANCE QUORUM

17.1. With the exception of the matters summarised in Article 9.2 and Article 17 (2), (3) and (4), resolutions are adopted by a simple majority (i.e. half plus one, and ignoring any abstentions) of the members who are present or represented. There is no attendance quorum. If the votes are tied, the motion is defeated.

17.2. The general Assembly may validly deliberate and adopt resolutions concerning an amendment to the articles of association if the amendments are expressly mentioned in the meeting notice and at least two-thirds of the members are present or represented at the meeting.
An amendment may only be adopted by a majority of two-thirds of the votes of members who are present or represented.

17.3. However, if the amendment relates to the purpose or objects for which the association was established, it can only be adopted with a majority of four-fifths of the votes of members who are present or represented.

17.4. A second General Assembly that can validly deliberate, decide on and adopt the amendments by the majorities referred to in sub-article 2 or 3, regardless of the number of members who are present or represented may only be convened if an item as referred to under sub-article 2 and 3 is placed on the agenda and less than two-thirds of the members are present or represented at the first meeting. The second meeting may not be held within 15 days of the first meeting.

ARTICLE 18 – MINUTES

Minutes will be kept of every meeting and signed by the secretary or a director. Minutes will be included in a special register. Extracts thereof will be signed as 'true certified copies' by the secretary or a director.

Part V: Right of inspection of the members

ARTICLE 19 – RIGHT OF INSPECTION OF THE MEMBERS

Except if the association has one or more statutory auditors, all members may consult the register of members, all minutes and resolutions of the general meeting, of the Executive Board and of the persons, with the capacity of director or otherwise, who hold an office at the association or at the expense thereof, as well as all accounting records of the association at its registered office.

Honorary members will be entitled to request access to the minutes of the general meeting.

ARTICLE 20 – INTERNAL REGULATIONS

The Executive Board will decide on the internal regulations. Provided they are not inconsistent with the binding provisions of the law or articles of association, the internal regulations may adopt all measures in connection with the application of the articles of association and general organisation of the association's affairs and may impose all obligations on the members or their entitled parties that are deemed to be in the association's interest.

Part VI: Budgets, Accounts and Audits

ARTICLE 21 – ANNUAL ACCOUNTS AND BUDGET

21.1. The financial year of the association runs from 1 January to 31 December.

21.2. The Executive Board prepares the annual accounts and budget and submits these for approval to the general meeting. After approval of the annual accounts and budget, the general meeting, by means of a separate vote, rules on the discharge of the directors and, where applicable, the statutory auditor(s) from liability.

21.3. The Executive Board is responsible for ensuring that the annual accounts and other documents referred to in the Belgian Non-Profit Association Act are filed within 30 days of approval at the Registry of the Commercial Court or, if required by law, at the National Bank of Belgium.

ARTICLE 22 – STATUTORY AUDITOR(S)

22.1. If the association is obliged on the basis of provisions that apply to it, the audit of its financial situation, the annual accounts and the regularity of the transactions reflected in the annual accounts, from the perspective of the Belgian Non-Profit Association Act and the articles of association, will be entrusted to one or more statutory auditors who are appointed by the general meeting from among the members of the *Instituut van Bedrijfsrevisoren* (Belgian Institute of Company Auditors). The general meeting will determine the number of statutory auditors and their remuneration. Statutory auditors will be appointed for a renewable period of three years.

22.2. The statutory auditors have an unlimited right, either jointly or separately, to audit all transactions of the association. They may carry out an in-situ examination of the books, correspondence, minutes and generally all documents of the association.

Part VII: Dissolution and Liquidation

ARTICLE 23 – DISSOLUTION OF THE ASSOCIATION

23.1. Except in cases of dissolution by the court or by operation of law, only the general meeting can adopt a resolution to dissolve the association, in the manner laid down in the Belgian Non-Profit Association Act. The motion to dissolve the association must be expressly included in the meeting notice that is sent to the members.

23.2. In case of voluntary dissolution, the general meeting – or, in the absence thereof, the District Court – will appoint one or more liquidators. It will also determine their powers and the conditions of liquidation.

23.3. The association will be dissolved by operation of law if the number of members falls below 10.

ARTICLE 24 – APPROPRIATION OF THE BALANCE LEFT AFTER LIQUIDATION

In the event of dissolution, the assets remaining after the debts have been paid will be transferred to an association that strives towards similar objects. The general meeting that decides on dissolution will specify the association to which the balance left after liquidation must be transferred. The liquidator may make a reasoned proposal for appropriation to the general meeting that deliberates and decides on the conclusion of the liquidation.

ARTICLE 25 – BELGIAN NON-PROFIT ASSOCIATION ACT

The Belgian Non-Profit Association Act, or the legislation that replaces it after the establishment of the association, general statutory provisions, internal regulations and customary practices will apply to everything that is not expressly provided for in these articles of association.